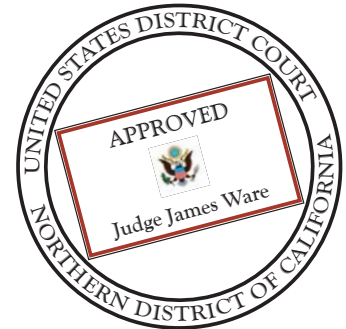


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13 Attorneys for Defendant
14 Fremont Investment Advisors, Inc.

11 **UNITED STATES DISTRICT COURT**
12 **NORTHERN DISTRICT OF CALIFORNIA**

14 GARY DAVIS, on behalf of himself
15 and all others similarly situated,,
16

16 Plaintiff,

17 v.

17 FREMONT INVESTMENT
18 ADVISORS, INC. et al.,
19

19 Defendant.

Case No. 04-1016-JW

STIPULATION AND ~~[PROPOSED]~~
ORDER FOR SUBSTITUTION OF
COUNSEL

TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

PLEASE TAKE NOTICE that Fremont Mutual Funds, Inc ("Fremont") has a new legal representative, the firm of O'Melveny & Myers LLP. Fremont consents to this substitution, as does its predecessor counsel, Dechert LLP.

Fremont respectfully requests that the Court approve this stipulation and [proposed] order of substitution and that the necessary changes be made to the service list and the court records, and that all future communications regarding this case be directed to: Seth Aronson at O'Melveny & Myers LLP, 400 South Hope St., Los Angeles, CA 90071. Telephone number (213) 430-6000. Facsimile number (213) 430-6407.

Dated: February 1, 2005

O'MELVENY & MYERS LLP

By: /s/
Aaron M. Rofkahr
Attorneys for Defendant
Fremont Investment Advisors, Inc.

Dated: January 31, 2005

FREMONT MUTUAL FUNDS, INC.

By: /s/
Deborah L. Duncan
Chairman and President
Fremont Mutual Funds, Inc.

Dated: January 31, 2005

DECHERT LLP

By: /s/
Gidon M. Caine (S.B. #188110)

1
2 I attest that concurrence in the filing of this document has been obtained by
3 Deborah L. Duncan and Robert Roberston.

4
5 Dated: February 1, 2005

6 By: /s/
7 Aaron M. Rofkahr

8
9 **IT IS SO ORDERED:**

10
11 Dated: February 2, 2005

12
13 By: /s/ James Ware
14 JAMES WARE, U.S.D.J.